

OSTER
Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
Phone: 301-253-6040
Fax: 301-253-6040*

RECORDATION NO.

23517-C FILED

JAN 31 '02

34 AM

SURFACE TRANSPORTATION BOARD

January 31, 2002

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment Agreement dated 8/21/01 involving the following parties:

Assignor: Jules and Associates, Inc.
515 South Figueroa Street
Suite 1590
Los Angeles, CA 90071

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 300
Minneapolis, MN 55402

Equipment: 4, MK5000C Locomotives
MKCX 9901 (UTAH 5004)
MKCX 0503 (UTAH 5003)
MKCX 9902 (UTAH 5005)
MKCX 0502 (UTAH 5002)

Please record this agreement as a secondary document to STB Recordation #23517. The filing fee of \$28 is enclosed.

Summary: Memorandum of Assignment Agreement dated 1/14/02 between Jules and Associates, Inc. as Assignor and Wells Fargo Equipment Finance, Inc. as Assignee including four locomotives, MKCX 9901 (UTAH 5004), MKCX 0503 (UTAH 5003), MKCX 9902 (UTAH 5005), and MKCX 0502 (UTAH 5002).

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

23517-C

JAN-14-2002 MON 08:52 AM WELLS FARGO EQF
AUG-21-2001 TUE 11:29 AM WELLS FARGO EQF

FAX NO. 6123161862
FAX NO. 61

P. 06
n. 02

RECORDATION NO.

23517-C

FRED

JAN 3 1 '02

10-34 AM

MEMORANDUM OF
ASSIGNMENT AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 21st day of August, 2001 by and between Jules and Associates, Inc., a California corporation ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").

WITNESSETH

1. Assignor has agreed to assign to Assignee that certain Lease Schedule No. 1 to Master Equipment Lease A04182001 dated June 8, 2001, between Assignor, as Lessor and Utah Railway Company, as Lessee for the Four (4) Locomotives bearing the railroad reporting markings set forth on Schedule A hereto.

2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

In witness whereof, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of August 21, 2001

JULES AND ASSOCIATES, INC.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: 
Its: Jules Buenabenta, President

By: 
Its: AR Contract Analyst

 1/17/02

STATE OF California)
COUNTY OF Los Angeles) ss.

Before me, a Notary Public, in and for said county and state, personally appeared Jules Buenabent the President of Jules and Associates, Inc. who acknowledged that she/he being thereunto duly authorized, did sign the foregoing instrument on behalf of said corporation and by authority of its board of directors on behalf of the corporation and the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at L.A., California, this 14th day of January, 2002.


Notary Public

My Commission Expires: 4-13-04

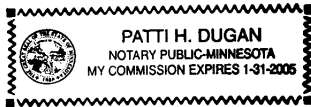


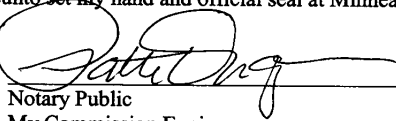
STATE OF MINNESOTA)

COUNTY OF HENNEPIN) SS.

Before me, a Notary Public, in and for said county and state, personally appeared Jacqueline Barragan, the AVP of Wells Fargo Equipment Finance, Inc. who acknowledged that she/he being thereunto duly authorized, did sign the foregoing instrument on behalf of said corporation and by authority of its board of directors on behalf of the corporation and the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Minneapolis, Minnesota
this 14 day of January, 2002.




Notary Public
My Commission Expires:

COPY

EXHIBIT "A"
JULES AND ASSOCIATES, INC.
LEASE NO: A04182001 SCHEDULE NO. 1

QUANTITY**EQUIPMENT DESCRIPTION:****EQUIPMENT LOCATION:** 1221 S. COLORADO AVENUE, PROVO, UT 84605**VENDOR:****MOTIVEPOWER, INC.**

1	(Invoice No. 10052) MK5000C LOCOMOTIVE SERIAL NUMBER 0194-01, MKCX 9901 - (UTAH 5004) (Invoice No. 10053)
1	MK5000C LOCOMOTIVE SERIAL NUMBER 3092-03, MKCX 0503 - (UTAH 5003) (Invoice No. 10114)
1	MK5000C LOCOMOTIVE SERIAL NUMBER 0194-02, MKCX 9902 - (UTAH 5005) (Invoice No. 10158)
1	MK5000C LOCOMOTIVE SERIAL NUMBER 3092-02, MKCX 0502 - (UTAH 5002)

Along with all additions, substitutions, attachments, replacements, and accessions thereof, plus the proceeds of all the foregoing including amounts payable under any insurance policy.

This Exhibit "A" is attached to and a part of Jules and Associates, Inc. Lease No. A04182001 Schedule No. 1 and constitutes a true and accurate description of the equipment.

LESSEE: UTAH RAILWAY COMPANY**ACKNOWLEDGED & ACCEPTED BY:**

BY: Gary L. Barker
GARY L. BARKER

TITLE: PRESIDENT

COPY